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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 7090  
(BANK OF LINCOLNWOOD)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Bank of Lincolnwood ("Lincolnwood") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 7090 (Bank of Lincolnwood) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Lincolnwood filed proof of claim number 7090 against Delphi on May 30, 2006, which asserts an unsecured non-priority claim in the amount of at least \$1,208,562.95 (the "Claim") stemming from the Debtors' rejection of that certain Master Lease Agreement, dated June 29, 2001 between Delphi and Pacific Rim Capital, Inc.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS, on November 21, 2006, Lincolnwood filed its opposition to the Third Omnibus Claims Objection.

WHEREAS on March 16, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, Delphi and Lincolnwood entered into a settlement agreement (the

"Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, Delphi acknowledges and agrees that the Claim shall be allowed against Delphi in the amount of \$667,000.00 plus any interest accrued after the Petition Date at the rate allowed by applicable law to the extent the Debtors' confirmed plan of reorganization grants such post-petition interest to claimants holding general unsecured non-priority claims.

WHEREAS Delphi is authorized to enter into the Settlement Agreement pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Lincolnwood stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$667,000.00 plus any interest accrued after the Petition Date at the rate allowed by applicable law to the extent the Debtors' confirmed plan of reorganization grants such post-petition interest to claimants holding general unsecured non-priority claims, and the Claim shall be treated as an allowed general unsecured non-priority claim.

So Ordered in New York, New York, this 27th day of March, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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